

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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REC'D TN

REGULATORY AUTH.

01 FEB 14 PM 3 43

OFFICE OF THE

EXECUTIVE SECRETARY

February 13, 2001

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
(212) 973-0111 FAX (212) 891-9598

## VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37219

Re: **Docket No. 01-00013:** Application of Domino Networks Communications, Inc. for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

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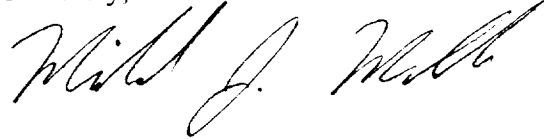
Dear Mr. Waddell:

On January 8, 2001, Domino Networks Communications, Inc. ("DNC") filed the above referenced Application. This letter is to inform the Commission that on February 1, 2001, DNC and its parent company, Domino Networks, Inc., formally changed their names to Zephion Networks Communications, Inc. ("ZNC") and Zephion Networks, Inc., respectively. ZNC will market its services in the State of Tennessee under the name of Zephion Networks Communications. Duly authenticated copies of ZNC's amended certificate of incorporation and certificate of authority to transact business from the Tennessee Office of the Secretary of State, changing its name to Zephion Networks Communications, Inc. are attached hereto as Exhibit A.

This name change has no significant material effect on the nature of the corporate organization or on the above-referenced pending Application. ZNC respectfully requests that this information be associated with the above-referenced Application.

An original and thirteen (13) of copies of this letter are enclosed. Please date stamp the extra copy and return it in the self-addressed, postage paid envelope provided. Should there be any questions please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read "Russell M. Blau" and "Michael J. Mendelson" joined together.

Russell M. Blau  
Michael J. Mendelson

Counsel for Zephion Networks Communications, Inc.

cc: Woody Traylor

**EXHIBIT A**

**AMENDED CERTIFICATE OF INCORPORATION  
AND AUTHORITY TO TRANSACT BUSINESS**

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOMINO NETWORKS COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "DOMINO NETWORKS COMMUNICATIONS, INC." TO "ZEPHION NETWORKS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
\_\_\_\_\_  
Harriet Smith Windsor, Secretary of State

3316307 8100

AUTHENTICATION: 0949219

010052826

DATE: 02-01-01

**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**DOMINO NETWORKS COMMUNICATIONS, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Domino Networks Communications, Inc. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of Delaware on November 14, 2000 and restated on December 15, 2000.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article First in its entirety and substituting in lieu thereof the following.

"FIRST: The name of the Corporation is Zephion Networks Communications, Inc."

3. The amendment to the Restated Certificate of Incorporation herein certified has been duly adopted by the Board of Directors and stockholders of the Corporation and written consent has been given in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on January 31, 2001

By: 

Johnson Agobua  
President

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

ISSUANCE DATE: 02/07/2001  
REQUEST NUMBER: 01038540  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/20/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0400410  
JURISDICTION: DELAWARE

TO:  
CFS  
8161 HWY 100  
  
NASHVILLE, TN 37221

REQUESTED BY:  
CFS  
8161 HWY 100  
  
NASHVILLE, TN 37221

**CERTIFICATE OF AUTHORIZATION**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"ZEPHION NETWORKS COMMUNICATIONS, INC.",  
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A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACTION BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/07/01

FROM:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$220.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$220.00

RECEIPT NUMBER: 00002805399  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**Secretary of State  
Division of Business Services**

**312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243**

DATE: 02/07/01  
REQUEST NUMBER: 4113-0386  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 02/06/01 1214  
EFFECTIVE DATE/TIME: 02/06/01 1630  
CONTROL NUMBER: 0400410

TO:  
CSC  
2711 CENTERVILLE RD  
STE 400  
WILMINGTON, DE 19808

RE:  
ZEPHION NETWORKS COMMUNICATIONS, INC.  
APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN  
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

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FOR: APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

ON DATE: 02/07/01

FROM:  
CSC (2711 CENTERVILLE RD)  
STE 400  
2711 CENTERVILLE RD  
WILMINGTON, DE 19808-0000

RECEIVED:	FEE\$	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00	

RECEIPT NUMBER: 00002804671  
ACCOUNT NUMBER: 00358138



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

§ 11-1-102 10-1-1075

For Office Use Only

APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY  
(FOR PROFIT)

FILED

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Domino Networks Communications, Inc.  
If different, the name under which the certificate of authority is to be obtained is Zephion Networks Communications, Inc.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 11/14/2000 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_  
2950 Gallows Road, Falls Church, VA 22042  
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is \_\_\_\_\_  
2908 Poston Avenue, Nashville, TN 37203  
Street City State/Country Zip Code  
Registered agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)  
See attached rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)  
See attached rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_, \_\_\_\_\_ (date) \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

February 1, 2001

Signature Date

Vice Pres./Treas./Sec.

Signer's Capacity

Zephion Networks Communications, Inc.

Name of Corporation

Liran A. Gordon

Signature

Liran Gordon



## **OFFICERS/DIRECTORS RIDER**

TN – Amended Application for Certificate of Authority

Zephion Networks Communications, Inc.  
Formerly Domino Networks Communications, Inc.

### **List of Officers**

**Name:** Johnson Agogbua **Title:** Pres./CEO  
**Bus. Addr.:** 2950 Gallows Road, Falls Church, VA 22042

**Name:** Liran Gordon **Title:** VP/Treas./Sec.  
**Bus. Addr.:** 2950 Gallows Road, Falls Church, VA 22042

**Name:** Robert W. Traylor **Title:** VP, Regulatory Affairs/  
**Bus. Addr.:** 2950 Gallows Road, Falls Church, VA 22042 Asst. Sec.

### **List of Directors**

**Name:** Johnson Agogbua **Term:** Nov. 15, 2001  
**Bus. Addr.:** 2950 Gallows Road, Falls Church, VA 22042

*State of Delaware* 00000000  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZEPHION NETWORKS COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3316307 8300

010056700

AUTHENTICATION: 0954308

DATE: 02-05-01